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March 24, 2000

**RECEIVED**  
**MAR 24 2000**  
FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

**BY HAND DELIVERY**

Ms. Magalie R. Salas  
Secretary  
Federal Communications Commission  
The Portals  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

**Re: Applications for Transfer of Control of Qwest  
Communications International Inc. and U S WEST, Inc.,  
CC Docket No. 99-272**

Dear Ms. Salas:

Yesterday, the undersigned, Peter Rohrbach, and David Sieradzki, of Hogan & Hartson L.L.P. (on behalf of Qwest Communications International Inc. ("Qwest"); R. Steven Davis, Senior Vice President, Government Affairs, Qwest; Daniel Poole, Associate General Counsel, U S WEST, Inc. ("U S WEST") and Melissa Newman, Vice President, Regulatory Affairs, U S WEST; Perry J. Cole, Vice President, Business Development, Touch America; Kenneth L. Williams, Washington Representative of the Montana Power Company; and Charles Helein and Jonathan Marashlian, of Helein Law Group, P.C. (on behalf of Touch America); met with Robert Atkinson, Deputy Chief, Common Carrier Bureau; Jared Carlson, Legal Counsel to the Chief, Common Carrier Bureau; Michelle Carey, Chief, Margaret Egler, Assistant Chief, and Henry Thaggert of the Office of Policy and Program Planning, Common Carrier Bureau, regarding the referenced proceeding.

The purpose of the meeting was to discuss the recent agreement between Qwest and Touch America under which Touch America will acquire the Qwest long distance business within the U S WEST region in connection with

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Qwest's merger with U S WEST. As Qwest noted in the merger application and as the Commission recognized in its March 10, 2000, Order in this docket (FCC 00-91), the divestiture of Qwest's in-region interLATA business will be necessary before the closing of the planned merger.

In the meeting, Qwest and Touch America described the general nature of their agreement. As discussed in earlier filings made by Qwest in this proceeding, Qwest will be divesting to Touch America all of the business that would otherwise be prohibited by Section 271 of the 1996 Telecommunications Act upon closing of the merger with U S WEST. Touch America will acquire these in-region customer accounts as well as certain network assets (dark fiber, optronics, and switches) and employees that Touch America will need to provide in-region service to the acquired customers. 1/

In the meeting, Touch America described the nature of its current telecommunications business and discussed the benefits to Touch America of its acquisition of the Qwest in-region business. Touch America also described the scope of its in-region network and its plans for expansion of its out-of-region network. In this connection, Touch America distributed a confidential handout, which describes the Touch America business today and its plans for the future. 2/ The handout also contains a map of Touch America's present and planned network. Touch America explained that this sale of the in-region business is final and irrevocable.

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1/ As explained during the meeting, the transaction will be accomplished through an assignment by Qwest of all of these assets to a new corporation, known as TeleDistance, Inc. (a subsidiary of a holding company known as TeleDistance Holdings, Inc., which in turn is 100 percent owned by Qwest). Immediately prior to closing of the Qwest/U S WEST merger, all of the stock of TeleDistance Holdings, Inc., will be transferred to Touch America, and the TeleDistance, Inc., name will be changed to Touch America Services, Inc.

2/ The handout has been designated as confidential and proprietary by Touch America. Touch America therefore will be submitting the document separately, pursuant to the protective order procedures established by the Commission in this proceeding. See Order Adopting Protective Order, DA 99-2546, released November 17, 1999; Order Adopting Protective Order (for Advanced Radio Telecom Corp.), DA 00-254, released February 10, 2000.

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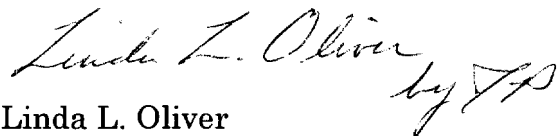
Qwest and Touch America discussed the general types of transitional support services that Qwest may make available to Touch America as needed to ensure a smooth transition for the customers Touch America will be acquiring. The details of the arrangement for provision by Qwest of transitional support services to Touch America will be finalized soon and spelled out in the divestiture report to be filed by Qwest pursuant to the Commission's March 10 order.

In the meeting, Qwest also discussed its other Section 271 divestiture activities that are unrelated to Touch America.

I have hereby submitted two copies of this notice for each of the referenced proceedings to the Secretary, as required by the Commission's rules. Please return a date-stamped copy of the enclosed (copy provided).

Please contact the undersigned if you have any questions.

Respectfully submitted,

A handwritten signature in cursive script that reads "Linda L. Oliver". To the right of the signature, there are initials "J.P." written in a similar cursive style.

Linda L. Oliver  
Counsel for Qwest Communications  
Corporation

cc: Robert Atkinson  
Michelle Carey  
Margaret Egler  
Henry Thaggert  
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Barbara E. Clocker

## CERTIFICATE OF SERVICE

I, Barbara E. Clocker, hereby certify that on this 24th day of March, 2000, copies of the foregoing "Ex Parte Notice" were served by hand delivery (where indicated) or by first class mail to the following:

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